

Law Offices of

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January 27, 2005

RECORDATION NO. 17954-F FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JAN 27 '05 3-22 PM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1992 BNSF Railway Company
Leveraged Lease Financing of Railcars (BN 1992-E)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture and Security Agreement (BN 1992-E), dated as of January 28, 2005, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and U.S. Bank National Association, as indenture trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1992-E), dated as of September 15, 1992, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 A.M. under recordation number 17954.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1992-E)

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1598903

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Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103
Attention: Corporate Trust Services (BN 1992-E)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 7 Remanufactured Switch Power Units bearing the reporting marks within the series BN 6267 through BN 6270 and BNSF 6264 through BNSF 6268 and 11 Remanufactured Switch Booster Units bearing the reporting marks within the series BN 6292 through BN 6299 and BNSF 6289 through BNSF 6298; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement (BN 1992-E) between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee and U.S. Bank National Association, as Indenture Trustee.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|--|----------|---|
| Remanufactured Switch Power Units | 7 | BNSF 6264 through BNSF 6266, inclusive; BN 6267; BNSF 6268; BN 6269 through BN 6270, inclusive |
| Remanufactured Switch Booster Units | 11 | BNSF 6289 through BNSF 6291, inclusive; BN 6292; BNSF 6293; BN 6294 through BN 6295, inclusive; BNSF 6296 through BNSF 6298, inclusive; BN 6299 |

RECORDATION NO. 17954-F FILED

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1992-E)**

**JAN 27 '05 3-22 PM
SURFACE TRANSPORTATION BOARD**

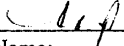
Memorandum of Trust Indenture and Security Agreement, made and entered into as of January 28, 2005, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1992-E) dated as of January 28, 2005 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1992-E), dated as of January 28, 2005 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name:
Title: **Kathleen A. Pedelini**
Financial Services Officer
Executed on this 29th day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name:
Title:
Executed on this ____ day of January, 2005.

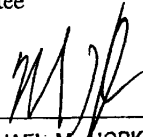
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

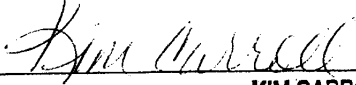
By  _____
Name: MICHAEL M. HOPKINS
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

STATE OF **Delaware**)
) SS.:
COUNTY OF **New Castle**)

On this, the 24th day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared **Kathleen A. Pedefini**, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on January 21, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: **KIM CARROLL**
Notary Public **Notary Public - State of Delaware**
My Commission Expires **My Comm. Expires May 28, 2006**
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January ____, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on January ____, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Connecticut)
) SS.:
COUNTY OF Hartford)

On this, the 25 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January 25, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

SUSAN P. McNALLY
NOTARY PUBLIC
MY COM. EXPIRES MARCH 31, 2005

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|-------------------------------------|----------|---|
| Remanufactured Switch Power Units | 7 | BNSF 6264 through BNSF 6266, inclusive; BN 6267; BNSF 6268; BN 6269 through BN 6270, inclusive |
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